

MAY 10 1964

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1087.
FILED, APRIL 23rd, 1964.

MIDRIM MINING COMPANY LIMITED

Full corporate name of Company
Incorporated under Part IV of The Corporations Act, 1953, (Ontario),
by Letters Patent of Amalgamation dated April 1, 1955.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Underwriting and optioning of treasury shares - see item 6. (2) Acquisition of Mining Claims - see item 11.
2. Head office address and any other office address.	Suite 911, 25 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	EDWARD FRANKLIN CARR, President and Director, 17 St. Margaret's Drive, Toronto, Ontario, Mining Executive. B. NIXON APPLE, Q. C., Vice-President, Secretary and Director, 171 St. Leonards Avenue, Toronto, Ontario, Partner in the firm of Salter, Reilly, Jamieson & Apple, Toronto. MICHAEL OSBORNE, Treasurer and Director, 200 Park Home Avenue, Willowdale, Ontario, Chartered Accountant employed by Midrim Mining Company Limited and other associated corporations. ROBERT ALBERT GEISLER, Director, 111 Lawton Boulevard, Toronto, Ontario, Consulting Geophysicist. EDWIN SWEET GUILFORD, Director, 40 Sylvan Avenue, Tuckahoe, New York, U. S. A., Professional Engineer and Vice-President of Charles F. Noyes Co. Inc., New York. JOHN CHARLES LABBETT, Director, 22 Edenbridge Drive, Islington, Ontario, Broker and Partner of Davidson & Company. W. RALPH SALTER, Q. C., Director, 496 Russell Hill Road, Toronto, Ontario, Partner in the firm of Salter, Reilly, Jamieson & Apple, Toronto.
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of the par value of \$1.00 each of which 2,658,505 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	The Company's bank loan referred to in the attached financial statements is secured by a promissory note and the hypothecation to the bank of securities owned by the Company.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has entered into an agreement dated April 20, 1964, with Thomson, Kernaghan & Co. Limited, 67 Richmond Street West, Toronto, Ontario, acting solely on behalf of clients, providing for the firm sale of 250,000 shares of the Company at 35¢ per share payable within 3 business days of the date of acceptance for filing of this Filing Statement, such date of acceptance being referred to as the "acceptance date". Pursuant to said agreement, Thomson, Kernaghan & Co. Limited, also acting on behalf of clients, have been granted options to purchase an additional 750,000 shares of the Company as follows:- 150,000 shares at 35¢ per share exercisable within 3 months of the acceptance date; 200,000 shares at 40¢ per share exercisable within 6 months of the acceptance date; 200,000 shares at 45¢ per share exercisable within 9 months of the acceptance date and 200,000 shares at 50¢ per share exercisable within 12 months of the acceptance date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6 hereof, Thomson, Kernaghan & Co. Limited were acting on behalf of Jefco Holdings Limited, 25 Adelaide Street West, Toronto, Ontario, as to a 75% interest therein - the only persons having a greater than 5% interest in Jefco Holdings Limited are Margaret E. Carr, John M. Carr, Jeffrey F. Carr and Margaret J. Carr, all of 17 St. Margaret's Drive, Toronto, Ontario; on behalf of Ronald S. Deans, 132 Toynbee Trail, Guildwood Village, Scarborough, Ontario, as to a 15% interest therein; and on behalf of Westbrook Securities Limited, 366 Bay Street, Toronto, Ontario, as to a 10% interest therein - the only persons having a greater than 5% interest in Westbrook Securities Limited are E.J. Crawford, Jr., c/o Charles F. Noyes & Co., 42 Broadway, New York, U.S.A., Stephen J. Geoghegan, 153 - 20th Avenue, N.W., Hickory, North Carolina, U.S.A., Edwin S. Guilford, 40 Sylvan Avenue, Tuckahoe, New York, U.S.A., Mrs. Miriam E. Guilford, 40 Sylvan Avenue, Tuckahoe, New York, U.S.A., Theodore L. Hamer, Woodstock, Illinois, U.S.A., Edward J. Maher, 3624 Hale Place, Fairlawn, New Jersey, U.S.A., Henry P. Newell, Old Fort Road, Bernardsville, New York, U.S.A., Mrs. Helen M. Newell, Old Ford Road, Bernardsville, New York, U.S.A., George A. Seegmiller, 4325 North 26th Street, Phoenix, Arizona, U.S.A.

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company plans to commence development work on the Mining Claims which it is acquiring and as referred to in item 11 hereof, said development work to be in implementation of the recommendations of the Company's technical consultants and particularly in implementation of the recommendations contained in the engineer's report accompanying this Filing Statement. Monies will be used for the foregoing, if the Company deems warranted, to retire outstanding liabilities, to pay the cash consideration for the property being acquired and as set forth in item 11 and for general administrative purposes.</p> <p>The sum of \$7,500 accruing from the proceeds of the sale of shares as referred to in item 6 will be advanced to Midrim Holdings Limited, a wholly owned subsidiary of the Company, to enable it to purchase 25,000 shares of Multi-Minerals Limited at 30¢ per share and representing the taking up by Midrim Holdings Limited of a 25% interest in an option to purchase shares of Multi-Minerals Limited. Reference is made to item 19 for particulars of further options to purchase shares of Multi-Minerals Limited held by Midrim Holdings Limited. No monies of the Company will be advanced to Midrim Holdings Limited to enable the exercise of any of such options without prior notice being given to the Toronto Stock Exchange.</p>
10. Brief statement of company's chief development work during past year.	The Company has not carried out development work during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Pursuant to agreement dated April 20th, 1964 between the Company and Loveland Syndicate, 100 Adelaide Street West, Toronto, Ontario, the Company is acquiring 10 unpatented mining claims situated in Loveland Township, Ontario, and being claims P56419 and P56768 to and including P56776 for the price of \$10,000 and 175,000 shares of the Company, provided, however, that certificates representing 90% of said shares shall be held in escrow subject to release only on the written consent of the Toronto Stock Exchange.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The only persons or corporations having a greater than 5% interest in Loveland Syndicate are: Louis Cadesky, 649 Spadina Road, Toronto, Ontario; Walter Andrew Carter, 209 Strathallan Wood, Toronto, Ontario; and Mistango River Mines Limited, 100 Adelaide Street West, Toronto, Ontario a company whose shares are listed on the Canadian Stock Exchange. B. Nixon Apple, Q.C., a director of the Company holds a 3% interest in the Loveland Syndicate.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None. However upon the issuance of shares pursuant to the agreement referred to in item 11 hereof, certificates representing 157,500 shares of the Company will be held in escrow subject to release only on the written consent of the Toronto Stock Exchange.

MTDRI™ MINING COMPANY LIMITED

(Incorporated under the laws of the Province of Ontario)
and its subsidiary companies

Sturdy Mines Limited and Midrim Holdings Limited

CONSOLIDATED BALANCE SHEET - OCTOBER 31, 1963

ASSETS		LIABILITIES	
CURRENT ASSETS		CURRENT LIABILITIES	
Cash	\$ 6,543.97	Bank loan (secured)	\$ 40,000.00
Accounts receivable	<u>1,598.88</u>	Accounts payable and accrued liabilities	<u>16,604.93</u>
	\$ 8,142.85		
SHARES IN OTHER COMPANIES		INTEREST OF MINORITY SHAREHOLDERS IN SUBSIDIARY COMPANY	
Multi-Minerals Limited at cost		SHAREHOLDERS' EQUITY	
less amount written off		Capital stock	
706,905 shares (quoted market price	131,746.87	Authorized - 5,000,000 shares of \$1 each	
25¢ per share)		Issued - 2,658,505 shares	2,658,505.00
Other listed shares at cost less amount	<u>61,360.61</u>	Less discount on shares	<u>2,062,976.15</u>
written off (quoted market value \$46,354)			595,528.85
Unlisted shares at nominal value	193,115.48		
		Contributed surplus arising from the reduction in capital upon amalgamation in 1955	<u>739,378.85</u>
MINING PROPERTIES, CLAIMS AND LEASES at cost			1,334,907.70
Mining properties and claims located in the Sudbury Mining Division, Ontario	67,670.00		<u>621,731.17</u>
Land and mineral leases located in Adelaide Township, Ontario	<u>77,656.76</u>		
Interest in mining claims located in the Province of Nova Scotia	150.00	Deduct deficit	
			713,176.53
ADVANCES TO OTHER COMPANIES			
OTHER ASSETS AND DEFERRED EXPENDITURES			
Prepaid expenses	493.40		
Exploration, development and administrative expenditures deferred	<u>565,600.12</u>		
Organization expense	<u>4,109.65</u>		
	570,203.17		
	<u>927,522.67</u>		
			<u>\$927,522.67</u>

Approved on behalf of the Board:

Director

M. Malone
Director

MIDRIM MINING COMPANY LIMITED

CONSOLIDATED STATEMENT OF EXPLORATION, DEVELOPMENT
AND ADMINISTRATIVE EXPENDITURES DEFERRED

For the year ended October 31, 1963

Exploration Expenditures

Sudbury Mining Division, Ontario		
Licenses and taxes		\$ 1,490.49
Adelaide Township, Ontario		
Lease rentals	\$2,059.60	
Property taxes	<u>432.64</u>	2,492.24
Tudhope and Bryce Townships, Ontario		
Diamond drilling	4,059.85	
Consulting geologist's fees and expenses	539.67	
Assaying	90.55	
General wages	820.50	
Transportation expenses	175.30	
Supplies	464.65	
Sundry expenses	<u>122.22</u>	6,272.74
Colchester County, Nova Scotia		
Registration fees	500.70	
Licenses	<u>40.00</u>	540.70
Clapham Township, Quebec		
Consulting geologist's fees and expenses	300.59	
Assaying	11.50	
General wages	333.45	
Workmen's compensation	111.60	
Licenses	<u>10.00</u>	767.14
Aldfield and Clarendon Townships, Quebec		
Diamond drilling	480.03	
Sundry expense	<u>2.06</u>	482.09
General exploration expenditures		<u>149.40</u>
Total exploration expenditures		12,194.80
Administrative and Corporate Expenses		
Executive salaries	4,000.08	
Office salaries	4,958.00	
Office rent	2,160.00	
Office expenses	1,896.85	
Telephone and telegraph	433.01	
Legal and audit fees	2,585.00	
Transfer and registrar expense	821.41	
Shareholders' information	1,055.84	
Interest expense	<u>2,128.95</u>	20,039.14
Expenditures for the year		32,233.94
Balance deferred at November 1, 1962		<u>544,592.71</u>
Carried forward		\$576,826.65

MIDRIM MINING COMPANY LIMITED

CONSOLIDATED STATEMENT OF EXPLORATION, DEVELOPMENT
AND ADMINISTRATIVE EXPENDITURES DEFERRED (continued)

For the year ended October 31, 1963

Brought forward		\$576,826.65
Deduct expenditures written off to deficit		
Tudhope and Bryce Townships, Ontario	\$6,689.74	
Colchester County, Nova Scotia	757.20	
Aldfield and Clarenden Townships, Quebec	482.09	
Clapham Township, Quebec	767.14	
General exploration expenditures	149.40	
Administrative and corporate expenses	<u>2,380.96</u>	<u>11,226.53</u>
Balance deferred at October 31, 1963		<u><u>\$565,600.12</u></u>

MIDRIM MINING COMPANY LIMITED

CONSOLIDATED STATEMENT OF DEFICIT

For the year ended October 31, 1963

Balance November 1, 1962		\$588,271.87
Add		
Amounts written off		
Option to purchase mining claims abandoned,		
Tudhope and Bryce Townships, Ontario		
Payment on option	\$ 500.00	
Exploration expenditures	<u>6,689.74</u>	\$ 7,189.74
Exploration expenditures		
Colchester County, Nova Scotia	757.20	
Aldfield and Clarenden Townships, Quebec	482.09	
Clapham Township, Quebec	767.14	
General exploration expenditures	149.40	
Interest in mining claims abandoned,		
Province of Nova Scotia	70.00	
Administrative and corporate expenses	2,380.96	
Sundry equipment	<u>2,400.49</u>	
	14,197.02	
Less portion applicable to minority		
interest in subsidiary company	<u>4,015.01</u>	
	10,182.01	
Expenses incurred in connection with annual		
meeting of shareholders and appeal		
concerning validity of management proxies,		
including legal fees, transfer and		
registrar expense and printing and		
stationery	22,324.03	
Administrative expenses of subsidiary		
company	355.93	
Loss on securities sold or written down	<u>5,893.36</u>	<u>38,755.33</u>
		627,027.20
Deduct amounts recovered in excess of book		
value, on securities previously written down		<u>5,296.03</u>
Balance October 31, 1963		<u><u>\$621,731.17</u></u>

MIDRIM MINING COMPANY LIMITED

(Incorporated under the laws of the Province of Ontario)
And its Wholly Owned Subsidiary, Midrim Holdings Limited

BALANCE SHEET

April 15, 1964

ASSETS

CURRENT ASSETS

Cash
Accounts Receivable

Shares in Other Companies

Multi - Minerals Limited at cost less
amount written off
674,905 shares (quoted market value
\$229,467)

Other listed shares at cost less
amount written off (quoted market
value \$49,665)

Unlisted shares at nominal value

Interest in Subsidiary Company

Sturdy Mines Limited

1,655,000 shares at cost less
amount written off

Advances

Mining Properties and Leases at cost
Land and mineral leases located in
Adelaide Township, Ontario

Advances to Other Companies

Other Assets and Deferred Expenditures

Prepaid expenses

Exploration, development and administrative
expenditures deferred

LIABILITIES

CURRENT LIABILITIES

Bank loan (secured)
Accounts payable and accrued liabilities

SHAREHOLDERS' EQUITY

Capital stock

Authorized - 5,000,000 shares of \$1 each

Issued - 2,658,505 shares

Less discount on shares

Contributed surplus arising from the
reduction in capital upon amalgamation
in 1955

Deduct deficit

77,656.76

6,219.30

617.00

194,541.91

195,158.91

\$806,098.06

\$ 40,000.00
8,233.27
\$ 48,233.27

2,658,505.00

2,062,976.15

595,528.85

739,378.85

1,334,907.70

577,042.91

757,864.79

CERTIFIED CORRECT AND APPROVED ON BEHALF OF THE BOARD:-

.....

E. F. Carr, President

.....
M. Osborne, Treasurer

\$806,098.06

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

STATEMENT OF EXPLORATION, DEVELOPMENT AND

ADMINISTRATIVE EXPENDITURES DEFERRED

For the five and one-half months ended April 15, 1964

Exploration Expenditures

Adelaide Township, Ontario

Lease rentals	\$ 1,364.55
General exploration expenditures	<u>169.00</u>
Total exploration expenditures	\$ 1,533.55

Administrative and Corporate Expenses

Executive salaries	833.35	
Office salaries	1,007.00	
Office rent	450.00	
Office and general expenses	692.26	
Audit fees	700.00	
Transfer and registrar expense	1,065.24	
Shareholders' information	81.75	
Interest expense	<u>1,000.46</u>	<u>5,830.06</u>
Expenditures for the period		7,363.61
Balance deferred at November 1, 1963		<u>187,178.30</u>
Balance deferred to April 15, 1964		<u><u>\$194,541.91</u></u>

STATEMENT OF DEFICIT

For the five and one-half months ended April 15, 1964

Balance November 1, 1963	584,514.86
Less profit on sale of securities	<u>7,471.95</u>
Balance April 15, 1964	<u><u>\$577,042.91</u></u>

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

SECURITIES

April 15, 1964

	<u>Market Price</u>	<u>Market Value</u>	<u>Cost less amounts written off</u>
Multi - Minerals Limited			
674,905 shares	.34	<u>\$229,467.</u>	<u>\$125,794.87</u>

OTHER LISTED SHARES

331,100	Fatima Mining Company	.15	49,665.	
22,219	Fatima Mining Company (in escrow)	-	-	<u>\$ 61,360.61</u>

UNLISTED SHARES

265,833	Carlmand Mines (including 182,250 shares in escrow)	nil	\$1.00
141,500	Deranco Mines (including 100,800 shares in escrow)	nil	1.00
400,000	Fallmac Nickel Mines (including 90,000 shares in escrow)	nil	nil
365,500	Mansa Exploration Co. (including 94,500 shares in escrow)	nil	1.00
133,000	Nicoba Mines	nil	1.00
77	Obalski (1945) Ltd.		1.00
28,000	Pacemaker Mines and Oils	nil	1.00
9,000	Pitchvein Mines (in escrow)	nil	1.00
113,333	Saxon Mining Company	nil	<u>1.00</u>
			<u>\$8.00</u>

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

Statement of Source and Application of Funds

For the five and one-half months ended April 15, 1964

Funds Provided:

Sale of marketable shares		\$ 13,423.95
Repayment of Advances		<u>4,365.11</u>
		\$ 17,789.06

Funds Expended:

Advances to Sturdy Mines Limited	2,840.35	
Prepaid Expenses	192.00	
Exploration Expenditures	1,533.55	
Administrative and Corporate Expenses	<u>5,830.06</u>	10,395.96

Excess of funds provided over funds expended
represented by the following decrease in working
capital deficit during the period:

Working capital Deficit, November 1, 1963	40,709.33	
Working Capital Deficit, April 15, 1964	<u>33,316.23</u>	<u>7,393.10</u>

CERTIFIED CORRECT

E. F. Carr
.....
E. F. Carr, President

M. Osborne
.....
M. Osborne, Treasurer

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by G.S. Willson, Geologist, dated April 21st, 1964, on the mining claims located in Loveland Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions

In the district there are known deposits of copper and zinc occurring in acid volcanics usually associated with more basic flows and in fairly close spatial relation to acid and basic intrusives. The geological setting of the Company's property is of this type; with basic volcanics in the southwest portion, acid volcanics occurring to the east and possibly extending below the northeast portion of the claims. Also to the immediate east is a large gabbro intrusive and 4000 feet to the northwest an outcrop of Algoman granite. It is concluded that there are possibilities for the occurrence of copper and zinc; and also the possibility of nickel occurring in relation to the gabbro intrusive.

To test these possibilities a magnetic and electromagnetic survey of the claims should be carried out. The magnetic survey should be done first to outline the margins of any intrusives and aid in determining the trend of the flows. This may outline any folding and faulting, also it will be useful in outlining any lenses of pyrrhotite if these occur.

This should be followed by an electromagnetic survey to locate, if possible, any sulphide conductors.

Recommendations

It is recommended that:

- (1) As soon as the snow goes the outcrops on the claims be carefully mapped.
- (2) At the same time a survey grid be cut and chained as follows:

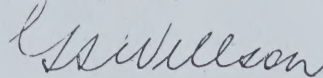
The township line between Loveland and Macdiarmid be used as a base line. Stations be chained along this base line at 400 feet spacing. Survey lines should be turned off on a bearing of 225° and run to the boundaries of the claims. These are to be staked at 100 foot intervals and all claim corners tied to the survey grid.
- (3) A magnetic survey is to be made over the grid.
- (4) An electromagnetic survey is to be made over the grid. From the magnetic survey depth calculations are to be made and if depths are 75 feet or less horizontal loop equipment may be used. If the depths are greater than 75 feet Turam electromagnetic equipment is to be used.
- (5) When the geophysical results have been assessed and if favorable indications are found, then these should be drilled.

Estimate of Costs:

1. Geologist - 1 week transport and maintenance	\$600.00
2. Survey grid 13.19 miles @ 60.00	791.40
3. Magnetic survey 11.86 miles @ 50.00	593.00
4. Electromagnetic survey:	
(a) Horizontal loop 11.86 miles @ 60.00	711.60
or (b) Turam equipment survey and interpretation 11.86 miles @ 125.00	1,482.50
<u>Survey Total</u>	
(a) Using Horizontal loop E.M.	2,696.00
(b) Using Turam E.M.	3,466.90
5. Drilling - Allow 3000 feet @ 3.00	9,000.00

This report is respectfully submitted for your consideration.

Yours very truly,



G. S. Willson

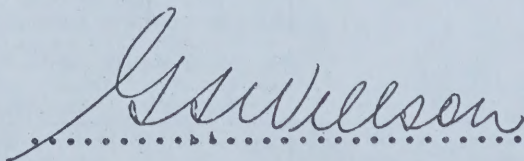
CERTIFICATE OF QUALIFICATION

This is to certify that the undersigned, Gray Sherman Willson of 131 Main St. West, Grimsby, Ontario has the following qualifications and experience in the field of mining exploration:

1. Graduation from the University of Toronto with the degree of Bachelor of Applied Science in the course of Mining Geology, 1941.
2. Assistant mine geologist, Sigma Mines, Bourlamaque, 1941.
3. Exploration Engineer, Little Long Lac Gold Mines, Geraldton, 1946-1948.
4. Field Geologist - Keevil Mining Associates and Dominion Gulf Co., Opawica Area, 1948.
5. Technical Sales Manager, Aeromagnetics Surveys Ltd., Toronto, 1951-1953.
6. Supervising Geologist and Project Manager, Canadian Colombo Plan Survey, West Pakistan, 1953-1956.
7. Assistant General Manager, Aeromagnetic Surveys Ltd., 1956-1957.
8. Consulting Geologist 1957-

This report is not based on a personal examination of the properties referred to therein, but is based upon a review of the various maps and reports referred to in my said report.

I do not have nor do I expect to receive any interest either directly or indirectly in the properties or securities of Midrim Mining Company Limited.


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14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Upon the issuance of the shares referred to in item 11 hereof, those holding more than 5% of the outstanding escrowed shares will be Louis Cadesky, Walter Andrew Carter and Mistango River Mines Limited referred to in item 12 hereof.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div>Multi-Minerals Limited 402,098(1) 25 Adelaide Street West Toronto, Ontario.</div> <div>Louis M. Atwell 126,855(2) 330 Bay Street Toronto, Ontario</div> <div>E.F.Carr 120,335(3) 25 Adelaide Street West Toronto, Ontario</div> <div>Davidson & Company 80,219(2) 25 Adelaide Street West Toronto, Ontario</div> <div>T.A.Richardson & Co. 52,051(2) 4 King Street West Toronto, Ontario</div> <div>(1) Multi-Minerals Limited beneficially owns 412,883 shares (2) Beneficial ownership not known (3) Mr.Carr is the beneficial owner of 162,000 shares</div>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that the directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the directors of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	For particulars see financial statements included herewith. During the period from November 1, 1962 to April 15, 1964 the Company sold in the open market a total of 209,500 shares of Multi-Minerals Limited for a net consideration of \$48,512.71.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Midrim Holdings Limited, a wholly owned subsidiary of the Company, holds a 25% interest in options to purchase a total of 500,000 shares of Multi-Minerals Limited arising out of an agreement dated October 29th, 1963, between that corporation and Thomson, Kernaghan & Co. Limited, acting solely on behalf of clients. The options in which Midrim Holdings Limited has a 25% interest are as follows:- 100,000 shares at 30¢ per share exercisable on or before July 31st, 1964; 200,000 shares at 40¢ per share exercisable on or before October 31st, 1964 and 200,000 shares at 50¢ per share exercisable on or before January 31st, 1965. The aforesaid options were extended to the dates set forth recently in consideration of the exercise of a separate option to purchase 100,000 shares of Multi-Minerals Limited at 30¢ per share and, as indicated in item 9 hereof, Midrim Holdings Limited is purchasing its 25% portion of said shares.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.

DATED April 20th, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

MIDRIM MINING COMPANY LIMITED
 "E.F. Carr" By: E.F. Carr CORPORATE SEAL
 President
 "B.N. Apple" B.N. Apple
 SECRETARY
 CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THOMSON, KERNAGHAN & COMPANY LIMITED
 "F.C. Woolley" By: F.C. Woolley
 "W.W. Davidson" W.W. Davidson